

P9 8000037675

ultimedia

I N T E R N A T I O N A L

January 3, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

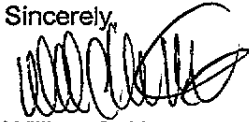
RE: P98000037675

To Whom It may Concern:

Please note the attached Amendment to our Articles of Incorporation and add them to our file.

Thank you.

Sincerely,



William C. Kercher III
President & CEO

600002763096--5
-02/03/99--01002--003
*****35.00 *****35.00

RECEIVED

99 JAN -7 AM 8:06

DIVISION OF CORPORATIONS

99 FEB -2 PM 1:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend
28 2/3/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 1999

William C. Kercher III
Ultimedia International
2000-M Linton Lakes Drive
Delray Beach, FL

SUBJECT: ULTIMEDIA INTERNATIONAL, INC.
Ref. Number: P98000037675

We have received your document for ULTIMEDIA INTERNATIONAL, INC. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are
\$8.75 for the first 8 pages of the document, and \$1 for each additional page, not
to exceed \$52.50.

The word "initial" or "first" should be removed from the article regarding directors,
officers, and/or registered agent, unless these are the individuals originally
designated at the time of incorporation.

Please return a copy of this letter along with your document to ensure proper
handling.

If you have any questions concerning this matter, please either respond in writing
or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 799A00001015

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -2 PM 1:40

ULTIMEDIA INTERNATIONAL, INC.

Pusuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

ARTICLE VII

DIRECTORS

The corporation shall have two directors. The name and address of the directors are:

William Carston Kercher III 1545 Euclid Avenue, #2L
Miami Beach, Florida 33139

Jonathan Lewis Spector 2000-M Linton Lakes Drive
Delray Beach, Florida 33445

SECOND: The date of the adoption of this Amendment is: July 31, 1998

THIRD: This Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 23 day of JANUARY, 1999.

Signature 
William Carston Kercher III, President